

# **Exhibit – A**

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11  
:   
W.R. GRACE & CO., *et al.* : Case No. 01-1139 (JKF)  
:   
Debtors : (Jointly Administered)

**ORDER APPROVING FORTY-EIGHTH QUARTERLY FEE APPLICATION OF  
PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX  
CONSULTANTS FOR DEBTORS, FOR ALLOWANCE OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR THE INTERIM  
PERIOD OF JANUARY 1, 2013 THROUGH MARCH 31, 2013**

Upon consideration of the Forty-Eighth Quarterly Fee Application of PricewaterhouseCoopers LLP (“PwC”), Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses, incurred during the interim period January 1, 2013 Through March 31, 2013 , dated May 15, 2013 (the “Application”); and upon the Certification of Thomas E. Smith in support of the Application; and upon a hearing having been held before this Court to consider the Forty-Eighth Quarterly Fee Application; and upon notice having been given pursuant to Bankruptcy Rule 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto, and sufficient cause having been shown therefore, it is hereby:

ORDERED that the Forty-Eighth Quarterly Fee Application is approved, and it is further

ORDERED that the compensation for services rendered in the amount of \$662,530.40 (plus \$4,421.20 for preparing the related fee applications) and reimbursement of expenses in the aggregate amount of \$25,876.46 with respect to the January 1, 2013 through March 31, 2013 monthly applications are hereby granted to PwC.

Dated: \_\_\_\_\_, 2013

\_\_\_\_\_  
Judith K. Fitzgerald  
United States Bankruptcy Judge